NOTE: Sandstorm Resources Ltd. is relying on Federal Regulation D, Rule 506.

FORM D

- ATCCED

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

MAY 0 6 2003
Washington, DC 20549

SEC USE ONLY

MAY 1 2 2008 THOMSON REUTERS	FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR	Prefix DA	Serial FE RECEIVED
THOMSON REDIEKS	UNIFORM LIMITED OFFERING EXEMPTION		
	s an amendment and name has changed, and indicate change.) Private placement of 400,000 Units (1)		

SANDSTORM RESOURCES LTD.: Private placement of 400,000 Units (1)										
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE										
Type of Filing: [X] New Filing [] Amendment								<u></u>		
A. BASIC II	A. BASIC IDENTIFICATION DATA									
1. Enter the information requested about the issuer										
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)										
SANDSTORM RESOURCES LTD.										
Address of Executive Offices (Number and Street, City, State, Zip	Code)			-	Telep	hone Number	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 		
1050 - 625 Howe Street						(604)	687-9937			
Vancouver, British Columbia, Canada V6C 2T6								Man to the firm to the firm of the farm of		
Address of Principal Business Operations (Number and Street, City	, State	, Zip	Code	;) (i	•	Telep	hone Number	08049581		
different from Executive Offices)										
(same as above)						(sam	e as above)			
Brief Description of Business										
Mineral exploration/development										
Type of Business Organization										
[X] corporation [] limited partnership, alre					[]	othe	r (please specify)):		
[] business trust [] limited partnership, to be formed										
	Mon	th	l .	Y	ear					
Actual or Estimated Date of Incorporation or Organization: 0 3 2 0 0 7 [x] Actual [] Estimated										
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for										
State: CN for Canada; FN for other foreign jurisdiction)										

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

- (1) Each unit consists of one non-flow-through common share and one transferable warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share in the capital of Sandstorm Resources Ltd. for a two-year period that expires April 22, 2010 at an exercise price of CDN\$0.195 (US\$0.194⁽²⁾) per share.
- (2) U.S. Dollar equivalent based on the noon buying rate in New York on April 22, 2008, as certified by the New York Federal Reserve Bank for customs purposes, of US\$1.00: CDN\$1.0033.

A. BASIC IDENTIFICATION DATA									
2. Enter the information requested for the following:									
• Each promoter of the issuer, if the issuer has been organized within the past five years;									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity									
securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers, and									
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [X] Director [] General/Managing Partner									
Full Name (Last name first, if individual)									
AWRAM, DAVID									
Business or Residence Address (Number and Street, City, State, Zip Code)									
1050 - 625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6									
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [X] Director [] General/Managing Partner									
Full Name (Last name first, if individual)									
DE WITT, DAVID									
Business or Residence Address (Number and Street, City, State, Zip Code)									
1050 - 625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6									
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General/Managing Partner									
Full Name (Last name first, if individual)									
DE GROOT, MARCEL									
Business or Residence Address (Number and Street, City, State, Zip Code)									
1050 - 625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6									
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General/Managing Partner									
Full Name (Last name first, if individual)									
DE WITT, PATRICK									
Business or Residence Address (Number and Street, City, State, Zip Code)									
1050 - 625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6									
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General/Managing Partner									
Full Name (Last name first, if individual)									
WATSON, NOLAN									
Business or Residence Address (Number and Street, City, State, Zip Code)									
1050 - 625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6									

						TION A						
1. Has the	ssuer sold, o	r does the	issuer inter		o non-accre	edited inve	stors in thi	s offering?.		de= 121.0	Yes	No
2 Whaties	the minimun	investme	nt that will	be accente		swer also ii individual)E. []	[X] \$N/A
											Yes	No
3. Does the	offering per	mit joint o	wnership o	f a single ι	ınit?		ha maid	or given	directly or	indirectly	[X]	ission or simil
4. Enter th	ie information on for solici	on request	ed for each archasers i	n person v n connecti	wno nas o on with sa	een or wii les of secu	i be paid rities in th	or given, i e offering.	If a persor	nunectly,	ed is an ass	ission or simile ociated person (
agent of a	broker or dea	aler registe	red with th	e SEC and	or with a :	state or stat	es, list the	name of th	ie broker o	r dealer. If	more than fi	ive (5) persons
be listed ar	e associated	persons of	such a bro	ker or deal	er, you may	y set forth t	he informa	tion for the	t broker or	dealer onl	у.	
	(Last name f	irst, if indi	ividual)									
N/A Business of	Residence	Address (N	Jumber and	Street, Cit	v. State. Zi	p Code)			-			
N/A	Residence	11 663 (1	dinoer and	outer, en	.,, Diate, 2.	.p ====,						
	ssociated Br	oker or De	aler	· · · · · · · · · · · · · · · · · · ·		_	•			 -		
N/A							<u> </u>	1.0	1 1 1 1	and Care	> All Car	
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Full Name	(Last name i	irst, if indi	ividual)									
Ruciness o	r Residence .	Address (N	Jumber and	Street Cit	v State Z	in Code)						
Dusiness O	Residence .	Addiess (1	Turriber and	Bucci, On	.,, Diane, 22.	.p 0044)						
Name of A	ssociated Br	oker or De	aler				<u> </u>				-	
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ruii Name	(Last name i	nrst, II inai	ividuai)									
Business of	Residence .	Address (N	lumber and	Street, Cit	y, State, Z	ip Code)						
Name of A	ssociated Br	oker or De	aler									
States in U	hich Person	Listed Ha	s Solicited	or Intends	to Solicit P	urchasers (Check "Al	I States" or	check indi	vidual Stat	tes) ~ All Sta	ites
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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HII INAIIIE	(Dani name i	மக், ப யம	i i luuai j									
Business o	r Residence	Address (N	lumber and	Street, Cit	y, State, Zi	ip Code)		-				
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(Use blank sheet, or copy and use additional copies of this sheet as necessary)

Eater the aggregate offering price of securities included in this offering and the total amount afferday sold. Enter "Offer farswers is "none" of "zero." If the transaction is an exchange offering, check this box. and indicate in the columns below the amounts of the securities offered for exchange and incrady exchanged. Type of Security	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPE	NSES AND USE O	PROCEEDS
Part	 Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. 	Aggregate	Amount Already
Equity	Type of Security		
Convertible Securities (including warrants)			
Convertible Securities (including warrants) 50 S0 S0 Partnership Interests 50 S0 S0 S0 Other (Specify): 400,000 Units ⁽¹⁾ at a price of CDNS0.10 \$40,000 ^(1/2) \$40,000 ^(1/2) \$40,000 ^(1/2) \$40,000 ^(1/2) \$40,000 ^(1/2) \$10tal S0,000 ^(1/2)			
Partnership Interests Souther (Specify): 400,000 Units(**) at a price of CDN\$0.10 (US\$0.10**) per Unit. Total Sado,000**(N2)	, , , , , , , , , , , , , , , , , , ,		
Other (Specify): 400,000 Units ⁽¹⁾ at a price of CDNS0.10 (USS0.10 ⁽²⁾) per Unit. Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 504 Regulation A Rule 504 N/A S N/A Regulation A Rule 504 Total A S In this filing is statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies, if the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees [1] \$0 Accounting Fees [3] \$0 Souther Total [4] \$0 Souther Total Southe			
(US\$0.10 ⁽¹²⁾) per Unit. Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." **Accredited Investors** Non-accredited Investors** Dollar Amount Sold Non-accredited Investors** N		540 000(1)(2)	
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." **Non-accredited Investors** **Inumber Investors** **Number Investors** **Inumber Investors** **Number Investors** **Number Investors** **Number Investors** **Number Investors** **Number Investors** **Inumber Investors** **Number Investors** **Number Investors** **Inumber Investors*			
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors O Total (for fillings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Rule 504 Regulation A Rule 504 Total Aggregate Dollar Amount of the purchases on the total lines. Enter "0" if answer is "Number Investors Number Investors 1 Type of Scurity Sold Nya SN/A Nya SN/A Nya SN/A Nya SN/A Nya SN/A Nya SN/A SN/A Nya SN/A		\$40,000(1)(2)	\$40,000(1)(2)
offerings under Rule 504 indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Rule 505 N/A Regulation A Rule 504 Total Anount Total Answer also in Appendix Column 4, if filing under ULOE. Type of offering Rule 505 N/A Regulation A N/A N/A S N/A Rule 504 Total Anount 5 N/A Total Anount 5 N/A Anount 5 N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees I] SO Engineering Fees I] SO Engineering Fees		•	
Non-accredited Investors 0 0 \$0 Total (for filings under Rule 504 only) 0 0 \$0 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Type of offering Rule 505 N/A \$N/A \$N/A \$N/A \$N/A \$N/A \$N/A \$N/A	securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Amount Of Purchases
Total (for filings under Rule 504 only)			
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Regulation A Rule 504 N/A Rule 504 N/A N/A N/A N/A			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Regulation A Rule 504 Total N/A Total N/A N/A S N/A Total N/A S N/A A s Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	· · · · · · · · · · · · · · · · · · ·	U	
Regulation A	 If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. 	Type of Security	
Rule 504	Rule 505	N/A	_\$ N/A
Total	Regulation A	N/A	_\$ N/A
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [] \$0 Printing and Engraving Costs [] \$0 Legal Fees [] \$0 Accounting Fees [] \$0 Engineering Fees [] \$0	Rule 504	N/A	
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [] \$0 Printing and Engraving Costs [] \$0 Legal Fees [X] \$2,500 Accounting Fees [] \$0 Engineering Fees [] \$0	Total	N/A	_\$ N/A
Transfer Agent's Fees [] \$0 Printing and Engraving Costs [] \$0 Legal Fees [X] \$2,500 Accounting Fees [] \$0 Engineering Fees [] \$0	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the		
Legal Fees [X] \$2,500 Accounting Fees [] \$0 Engineering Fees [] \$0	Transfer Agent's Fees	***************************************	
Accounting Fees [] \$0 Engineering Fees [] \$0	Printing and Engraving Costs		[] \$0
Accounting Fees [] \$0 Engineering Fees [] \$0	•		[X] \$2,500
			[] \$0
	Engineering Fees	***********	\$0
	•		[] \$0
Other Expenses (identify): State Filing Fees [X] \$250			[X] \$250
Total	• • • • • • • • • • • • • • • • • • • •	***************************************	[X] \$2,750

(1) Each unit consists of one non-flow-through common share and one transferable warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share in the capital of Sandstorm Resources Ltd. for a two-year period that expires April 22, 2010 at an exercise price of CDN\$0.195 (US\$0.194⁽²⁾) per share.

(2) U.S. Dollar equivalent based on the noon buying rate in New York on April 22, 2008, as certified by the New York Federal Reserve Bank for customs purposes, of US\$1.00: CDN\$1.0033.

4.	b. Enter the difference between the aggresponse to Part C - Question 1 and total exper	egate offering price given in sees furnished in response to Part				
	C - Question 4.a. This difference is the "adjusted gross proceeds to				\$37,250 ⁽²⁾	
5.	Indicate below the amount of the adjusted gross proposed to be used for each of the purposes sh purpose is not known, furnish an estimate and c estimate. The total of the payments listed must to the issuer set forth in response to Part C - Qu	own. If the amount for any heck the box to the left of the equal the adjusted gross proceeds		Payments to Officers, Directors, & Affiliates		Payments to Others
	Salaries and fees	***************************************		\$0	_ []	\$0
	Purchase of real estate		[]	\$0	_ []	\$0
	Purchase, rental or leasing and installation and equipment	of machinery		\$ 0	[]	\$0
	Construction or leasing of plant buildings	and facilities		\$0	_ []	\$0
	Acquisition of other businesses (including in this offering that may be used in excha	the value of securities involved nge for the assets or securities of	f 1	\$0	_ []	\$0
	another issuer pursuant to a merger) Repayment of indebtedness			\$0	- []	\$0
	Working capital			\$0	- i i	\$0
	Other (specify): EXPLORATION OF IS		ij	\$0	[X]	\$37,250 ⁽²⁾
	Column Totals		[]	\$0 [X] \$37,25	_ [X]	\$37,250 ⁽²⁾
Ri Ce	ne issuer has duly caused this notice to be signed to be signed to be signed. The following signature constitutes to be signed to be signed.	an undertaking by the issuer to	furni	sh to the U.S. S	ecuritie	es and Exchange
_		1 A		- · · · · · · · · · · · · · · · · · · ·	<u></u>	
Is	suer (Print or Type)	Signature //		Date		
S.	ANDSTORM RESOURCES LTD.	Harm		- Apr	il 30, 2	008
N	ame of Signer (Print or Type)	Title of Signer (Print or Type	:)		_	
D	avid Awrom	Divector				
		ATTENTION	المساميس	ningl violations		
	Intentional misstatemen	ts or omissions of fact constitute fede (See 18 U.S.C. 1001.)	THI CEII	minai vioiations.		

	E. STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?	Yes	No [X]						
	See Appendix, Column 5, for state response								
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is fi	ed, a not	ice on						
	Form D (17 CFR 239,500) at such times as required by state law.								
3.									
	issuer to offerees.								
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform								
	Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issue availability of this exemption has the burden of establishing that these conditions have been satisfied.	· Ciumini	5						
	availability of this exemption has the burden of establishing that these conditions have been surround.								
The	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be	signed (on its						
	nalf by the undersigned duly signed person.	_							
			-						
Issi	uer (Print or Type) Signature								
SA	NDSTORM RESOURCES LTD. April 30, 2008	<u> </u>							
Na	me of Signer (Print or Type) Title of Signer (Print or Type)								
_	Ivid Awvam Divector								

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Page 6 of 8

APPENDIX

1						LINDIA							
Intend to sell to non-accredited investors in State (Part B-Item 1)													
Intend to sell to non-accredited investors in State (Part E-Item 1)	1 1	3	2] 3									
Intend to sell to non-accredited investors in State (Part F-Item 1)													
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APPENDIX

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-			Type of security								
	Intend t	to sell to	and aggregate								
	non-ac	credited	offering price		Type of investor and						
	investor	s in State	offered in state	Amount purchases in State				waiver granted)			
	(Part B	-Item 1)	(Part C-Item 1)		(Part C-Item 2)				-Item I)		
			Share of Common Stock	Number of		Number of Non- Accredited					
State	Yes	No	and One Warrant (UNIT ⁽¹⁾)	Accredited Investors	Amount	Investors	Amount	Yes	No		
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⁽¹⁾ Each unit consists of one non-flow-through common share and one transferable warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share in the capital of Sandstorm Resources Ltd. for a two-year period that expires April 22, 2010 at an exercise price of CDN\$0.195 (US\$0.194⁽²⁾) per share.



⁽²⁾ U.S. Dollar equivalent based on the noon buying rate in New York on April 22, 2008, as certified by the New York Federal Reserve Bank for customs purposes, of US\$1.00: CDN\$1.0033.